

**CONSENT TO ACTION TAKEN WITHOUT MEETING AND
IN LIEU OF ORGANIZATIONAL MEETING
OF
BOARD OF DIRECTORS
OF
THE LASSEN COMPANIES, INC.
a Delaware corporation**

The undersigned, being all the directors of The Lassen Companies, Inc., a Delaware corporation (the "Corporation"), do hereby consent in writing to the adoption of the following resolutions pursuant to all applicable Delaware laws permitting such action to be so taken:

1. Adoption of Bylaws and Fixing Number of Directors

RESOLVED, that the Bylaws in the form attached hereto as Exhibit "A" are hereby adopted as the Bylaws of the Corporation, and that a copy be inserted in the Minute Book of the Corporation. The number of Directors shall be three until changed in accordance with the Bylaws.

2. Election of Officers

RESOLVED, that the officers of the Corporation shall be as follows:

John L. Crary, Chairman
Leonard D. Kristal, Chief Executive Officer and Chief Financial Officer
Robert B. Morris, Senior Executive Vice President
Robert A. Howard, Secretary

3. Depository for Corporate Funds and Signing Checks

RESOLVED, that the standard form of corporate resolution required by a bank for opening a corporate bank account showing the persons authorized to draw on said account, be, and it hereby is, adopted as the resolution of this Board of Directors, and the Secretary is hereby directed to make it a part of this consent by inserting it into the Minute Book of the Corporation, and he hereby is authorized and directed to execute the Certificate of Secretary included on said standard form, and resolved further that any officer may sign checks.

4. Adoption of Accounting Year End

RESOLVED, that the Corporation hereby adopts a fiscal calendar year end of December 31.



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5. Corporate Seal, Stock Certificates and Records

RESOLVED, that the Secretary is authorized and directed to acquire for the Corporation's use:

- (a) a corporate seal (consisting of a circle on the circumference of which shall appear the name of the Corporation and in which circle there shall appear the date of incorporation);
- (b) stock certificates (a specimen of which shall be placed in the minute book) and a stock transfer ledger;
- (c) a minute book; and
- (d) such other books and papers as are reasonable and appropriate for the conduct of the Corporation's business.

6. Stock Issuance/Plan of Reorganization

RESOLVED, that the Corporation enter into and adopt that certain Agreement for Plan of Reorganization pursuant to which the shareholders of Lassen Manufacturing, Inc., a California corporation, will exchange their share ownership in Lassen Manufacturing, Inc. for share ownership in this Corporation. A copy of the Agreement for Reorganization is attached hereto as Exhibit "B". Pursuant to the Plan of Reorganization, share ownership immediately following adoption of the Plan of Reorganization shall be as follows:

<u>Shareholder</u>	<u>Shares</u>
John L. Crary	500,000
Robert B. Morris	300,000
Leonard D. Kristal	200,000

RESOLVED FURTHER, that the Corporation issue additional shares of its common stock to the individuals and for the consideration as indicated below:

<u>Shareholder</u>	<u>Shares</u>	<u>Consideration</u>
John L. Crary	230,000	\$402,500
Robert B. Morris	100,000	\$175,000
Robert G. Bernet	100,000	\$175,000

RESOLVED FURTHER, that in addition to the share issuance provided above, the Corporation is authorized to issue up to 28,600 additional shares at a sale price of \$1.75 per share.

7. Shareholders Agreement

RESOLVED, that the Corporation execute and deliver to each shareholder of the Corporation a Shareholders Agreement in the form attached hereto as Exhibit "C".

8. The EKCO Transactions

RESOLVED, that the Corporation cause the formation of two new corporations to effect the acquisition of the assets of Wright-Bernet, Inc., an Ohio corporation ("Wright-Bernet") and Cleaning Specialty Company, a Tennessee corporation ("CSC"), pursuant to that certain Asset Purchase Agreement dated December 31, 1998, a copy of which is attached hereto as Exhibit "D" (the "Asset Purchase Agreement") (collectively, the "EKCO Transactions").

RESOLVED FURTHER, that the Corporation:

(a) Execute and deliver the Asset Purchase Agreement and any other agreements and documents relating to the EKCO Transactions;

(b) Acquire 1,000 shares of Lassen Ohio, Inc., an Ohio corporation ("Lassen Ohio") which the Corporation has caused to be formed for the purpose of acquiring and holding the assets of Wright-Bernet;

(c) Acquire 1,000 shares of Lassen Tennessee, Inc., a Tennessee corporation ("Lassen Tennessee") which the Corporation has caused to be formed for the purpose of acquiring and holding the assets of CSC;

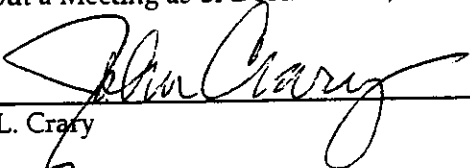
RESOLVED FURTHER, that the Corporation as the sole shareholder of Lassen Ohio and Lassen Tennessee hereby authorizes and directs the execution and delivery of the Asset Purchase Agreement by Lassen Ohio and Lassen Tennessee, and such other agreements, instruments and actions as shall be necessary with respect to the EKCO Transactions.

RESOLVED FURTHER, that in order for the Corporation to consummate and finance the EKCO Transactions, the Chairman and Chief Executive Officer are authorized and directed to negotiate acquisition and operating financing from a lender or credit provider, including the Seller under the EKCO Transactions, in such amount and on such terms and conditions as they deem in the best interests of the Corporation.


9. Authorization

RESOLVED, that each of the officers of the Corporation is authorized and directed to execute and deliver or cause to be executed and delivered, including any modifications and amendments as they deem necessary and appropriate, all documents or instruments and to take such other and further actions as may be necessary or advisable in order to carry out and perform the purposes of each and all of the foregoing resolutions.

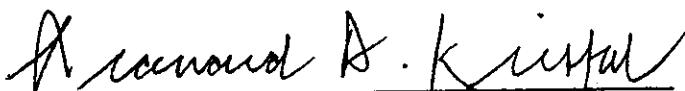
IN WITNESS WHEREOF, the undersigned have executed this Consent to Action Taken
Without a Meeting as of December 31, 1998.



John L. Crary



Robert B. Morris



Leonard D. Kristal

Exhibit "A"
FORM OF BYLAWS

Exhibit "B"
AGREEMENT FOR REORGANIZATION

Exhibit "C"
FORM OF SHAREHOLDERS AGREEMENT

Exhibit "D"
ASSET PURCHASE AGREEMENT
(not attached—See Closing Documents)